

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Objection Deadline: At the Hearing**  
**Hearing Date: October 31, 2023 at 10:30 a.m. (ET)**

**Re: Docket No. 627**

**DEBTORS' MOTION FOR LEAVE TO FILE LATE REPLY OF THE DEBTORS'  
OMNIBUS REPLY IN SUPPORT OF REQUEST FOR APPROVAL OF  
DISCLOSURE STATEMENT**

The debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) hereby submit this motion (the “**Motion for Leave**”) for entry of an order (the “**Proposed Order**”), substantially in the form attached hereto as **Exhibit A**, pursuant to Rule 9006-1(d) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), granting the Debtors leave and permission to file the *Debtors’ Omnibus Reply in Support of Request for Approval of Disclosure Statement Motion* [Docket No. 627], filed concurrently herewith (the “**Reply**”).<sup>2</sup> In support of this Motion for Leave, the Debtors respectfully state as follows:

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corporation (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Reply.

### **Jurisdiction and Venue**

1. The Court has jurisdiction to consider the Motion for Leave pursuant to 28 U.S.C. §§ 157(a) and 1334. The Motion for Leave constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (g).

2. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. Pursuant to Local Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final judgment or order with respect to this Motion for Leave if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

4. The statutory bases for the relief requested herein are sections 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended) and Local Rule 9006-1(d).

### **Background**

5. On June 27, 2023 (the “**Petition Date**”), the Debtors commenced these chapter 11 cases (these “**Chapter 11 Cases**”) by each filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

6. The Debtors remain in possession of their assets and continue to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108. No trustee or examiner has been appointed in these cases. On July 11, 2023, the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed the official committee of unsecured creditors (the “**Creditors’ Committee**”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 99]. On September 7, 2023, the U.S. Trustee appointed the official

committee of equity security holders (the “**Equity Committee**”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 375].

7. The factual background regarding the Debtors, including their business operations and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Adam Kroll in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 15] (the “**Kroll Declaration**”), which was filed on the Petition Date and is fully incorporated herein by reference.

8. On September 22, 2023, the Debtors filed the *Debtors’ Motion for Entry of an Order (I) Approving the Disclosure Statement and the Form and Manner of Notice, (II) Approving Plan Solicitation and Voting Procedures, (III) Approving Forms of Ballots, (IV) Approving Form, Manner, and Scope of Confirmation Notices, (V) Establishing Certain Deadlines in Connection with Approval of the Disclosure Statement and Confirmation of the Plan, and (VI) Granting Related Relief* [Docket No. 467] (the “**Disclosure Statement Motion**”). Pursuant to the Notice of the Disclosure Statement Motion, responses were due to be filed on October 6, 2023 at 4:00 p.m. (ET) (the “**Objection Deadline**”). The objection deadline was extended for the Creditors’ Committee until October 27, 2023 at 4:00 p.m. (ET) (the “**Extended Objection Deadline**”).

9. On October 6, 2023, objections were filed by the U.S. Securities and Exchange Commission [Docket No. 522], the Lead Plaintiffs [Docket No. 525], the Delaware Class Plaintiffs [Docket No. 526], the Foxconn Parties [Docket No. 528], Ride Investor Group [Docket No. 529] and the U.S. Trustee [Docket No. 537] (each an “**Objection**” and collectively the “**Objections**”).

10. On October 29, 2023, the Debtors filed their *Reply* [Docket No. 627] contemporaneously with this Motion for Leave.

**Relief Requested**

11. By this Motion, the Debtors respectfully request entry of an order granting the Debtors leave and permission to file its Reply late, and deeming such Reply as timely filed, without any further action by the Debtors.

12. Pursuant to Local Rule 9006-1(d), “[r]eple papers may be filed and, if filed, shall be served so as to be received by 4:00 p.m. prevailing Eastern Time the day prior to the deadline for filing the agendas.” Accordingly, the deadline to reply to objections was October 26, 2023 at 4:00 p.m. (Prevailing Eastern Time) (the “**Reply Deadline**”).<sup>3</sup>

13. Following the filing of the Debtors’ original Disclosure Statement and Plan on Septmeber 1, 2023, the Equity Committee was appointed. Since that time, the Debtors have worked diligently to address the concerns of both Committees in their now revised Plan and Disclousre Statement. A Plan and Disclosure Statement, agreed upon by both Committees, was filed on October 24, 2023. Since that time, the Debtors have worked to determine if the Objections were resolved by the revisions to the Plan and, if not, address such remaining Objections and narrow the issues for the Court. Given the Debtors focus on negotiations among the parties, the Debtors were in need of additional time to reply to the remaining Objections. Accordingly, to allow the Debtors to prepare an adequate response that will assist the Court in its consideration of the Disclosure Statement Motion and the Objections, the Debtors hereby request an extension of the time to file the Reply.

14. The Debtors submit that no party in interest will be prejudiced by the filing of the late Reply because the Debtors have been working with each of the Objectors with respect to their

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<sup>3</sup> Local Rule 9006-1(d) contemplates a party’s right to seek leave to file late reply: “If a motion for leave to file a late reply is filed, unless otherwise ordered by the Court, a motion to shorten notice shall not be required.” Del. Bankr. L.R. 9006-1(d).

concerns, including providing drafts of the revised Plan and Disclosure Statement to each prior to filing. Additionally, the Reply will be filed and served on the relevant parties in advance of the Hearing, and those parties in interest will have the ability to object to the Motion for Leave at the Hearing. *See* Del. Bankr. L.R. 9006-1(d) (“The Court will consider the motion for leave at the hearing on the underlying motion papers and any objections to the motion for leave may be presented at the hearing.”). Moreover, the Debtors submit that the Reply will assist the Court in consideration of Disclosure Statement Motion and the Objections.

### **Notice**

15. Notice of this Motion has been provided to (i) the U.S. Trustee; (ii) counsel to Foxconn; (iii) counsel to the Creditors Committee, (iv) counsel to the Equity Committee; (v) the Internal Revenue Service; (vii) the Securities and Exchange Commission; (viii) the United States Attorney for the District of Delaware; (ix) the state attorneys general for all states in which the Debtors conduct business; (x) any parties who have asserted liens against the Debtors’ assets; (xii) any party affected by the Motion; and (x) any such other party entitled to receive notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b). The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

### **Conclusion**

WHEREFORE, the Debtors respectfully request entry of the order attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as the Court may deem appropriate under the circumstances.

Dated: October 30, 2023  
Wilmington, Delaware

<p><u>/s/ Morgan L. Patterson</u>  <b>WOMBLE BOND DICKINSON (US) LLP</b>  Donald J. Detweiler (DE Bar No. 3087)  Morgan L. Patterson (DE Bar No. 5388)  1313 North Market Street, Suite 1200  Wilmington, Delaware 19801  Telephone: (302) 252-4320  Facsimile: (302) 252-4330  don.detweiler@wbd-us.com  morgan.patterson@wbd-us.com</p> <p><i>Proposed Counsel to the Debtors and Debtors in Possession</i></p>	<p><b>WHITE &amp; CASE LLP</b>  Thomas E Lauria (admitted <i>pro hac vice</i>)  Matthew C. Brown (admitted <i>pro hac vice</i>)  Fan B. He (admitted <i>pro hac vice</i>)  200 South Biscayne Boulevard, Suite 4900  Miami, FL 33131  Telephone: (305) 371-2700  tlauria@whitecase.com  mbrown@whitecase.com  fhe@whitecase.com</p> <p>David M. Turetsky (admitted <i>pro hac vice</i>)  1221 Avenue of the Americas  New York, NY 10020  Telephone: (212) 819-8200  david.turetsky@whitecase.com</p> <p>Jason N. Zakia (admitted <i>pro hac vice</i>)  111 South Wacker Drive, Suite 5100  Chicago, IL 60606  Telephone: (312) 881-5400  jzakia@whitecase.com</p> <p>Roberto Kampfner (admitted <i>pro hac vice</i>)  Doah Kim (admitted <i>pro hac vice</i>)  RJ Szuba (admitted <i>pro hac vice</i>)  555 South Flower Street, Suite 2700  Los Angeles, CA 90071  Telephone: (213) 620-7700  rkampfner@whitecase.com  doah.kim@whitecase.com  rj.szuba@whitecase.com</p> <p><i>Counsel to Debtors and Debtors in Possession</i></p>
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